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Taledia Stokes  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

SURFACE TRANSPORTATION BOARD

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 7, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **ELGIN JOLIET AND EASTERN RAILROAD CO.**  
135 Jamison Lane, Monroeville, PA 15146-0068

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **ELGIN JOLIET AND EASTERN RAILROAD CO.**, covering 42 flat cars with reporting marks and numbers — ATW 53000 — ATW 53090, NOT INCLUSIVE.

Please file this memorandum as a **PRIMARY** document and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.


Thank you for your prompt assistance.

Sincerely,

  
Sherry Lewey  
Research/Development Coordinator



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**Enclosure**

JUN 3 '02 11:47 AM

## MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 7 day of September, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and ELGIN JOLIET AND EASTERN RAILROAD CO., an Illinois corporation, with an address at 135 Jamison Lane, Monroeville, PA 15146-0068 (the "Lessee" and, together with the Lessor, the "Parties").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of September 7, 2001 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski  
Name: JOSEPH L. MANKOWSKI  
Title: VICE PRESIDENT/RAIL RESOURCES

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ELGIN JOLIET AND EASTERN RAILROAD CO.

By: B. J. Culver  
Name: CULVER B. J.  
Title: Director Equipment Utilization

# Schedule A

Number of Cars			Equipment Description		
42			85' Flat Car		
#	Car Mark	Car Number	#	Car Mark	Car Number
1	ATW	53000			
2	ATW	53001			
3	ATW	53002			
4	ATW	53005			
5	ATW	53006			
6	ATW	53009			
7	ATW	53013			
8	ATW	53014			
9	ATW	53015			
10	ATW	53018			
11	ATW	53021			
12	ATW	53027			
13	ATW	53028			
14	ATW	53032			
15	ATW	53034			
16	ATW	53036			
17	ATW	53037			
18	ATW	53038			
19	ATW	53039			
20	ATW	53042			
21	ATW	53043			
22	ATW	53045			
23	ATW	53051			
24	ATW	53052			
25	ATW	53054			
26	ATW	53055			
27	ATW	53056			
28	ATW	53057			
29	ATW	53058			
30	ATW	53060			
31	ATW	53061			
32	ATW	53063			
33	ATW	53065			
34	ATW	53066			
35	ATW	53069			
36	ATW	53072			
37	ATW	53074			
38	ATW	53078			
39	ATW	53080			
40	ATW	53082			
41	ATW	53088			
42	ATW	53090			